

MADISON SQUARE GARDEN CO

Reported by
DOLAN JAMES LAWRENCE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/13/17 for the Period Ending 09/11/17

Address	TWO PENNSYLVANIA PLAZA NEW YORK, NY, 10121
Telephone	212-465-6000
CIK	0001636519
Symbol	MSG
Fiscal Year	06/30

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * DOLAN JAMES LAWRENCE (Last) (First) (Middle) TWO PENN PLAZA (Street) NEW YORK, NY 10121-0091 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Madison Square Garden Co [MSG] 3. Date of Earliest Transaction (MM/DD/YYYY) 9/11/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Executive Chairman / Member of 13(d) Group 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	9/11/2017		M		1219	A	\$0.00 (1)	131674 (2)	D (3)	
Class A Common Stock	9/11/2017		F (4)		628	D	\$224.17	131046 (2)	D (3)	
Class A Common Stock								7733	I (5)	By Spouse
Class A Common Stock								1051	I (6)	By Members of Household
Class A Common Stock								491	I (7)	By Minor Children

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	9/11/2017		M		1219		(1)	9/11/2018	Class A Common Stock	1219	\$0.00	1219	D (3)	

Explanation of Responses:

- (1) Each restricted stock unit ("RSU") was granted on September 11, 2015 under The Madison Square Garden Company ("MSG") 2015 Employee Stock Plan and represents a right to receive one share of Class A Common Stock or the cash equivalent thereof. One-third of the RSUs vested and were settled on September 9, 2016. One-third of the RSUs vested and were settled on September 11, 2017. The remaining one-third of the RSUs will vest on September 11, 2018.
- (2) Includes shares held jointly with spouse.
- (3) Securities held directly by James L. Dolan, Kristin A. Dolan's spouse or jointly by James L. Dolan and Kristin A. Dolan. Ms. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Mr. Dolan (other than securities held jointly with her spouse) and this report shall not be deemed to be an admission that she is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (4) Represents RSUs of MSG withheld to satisfy tax withholding obligations in connection with the vesting of RSUs described in footnote 1 above, exempt under Rule 16b-3.
- (5) Securities held directly by Kristin A. Dolan, James L. Dolan's spouse. Mr. Dolan disclaims beneficial ownership of these securities beneficially owned or deemed to be beneficially owned by Ms. Dolan (other than securities in which he has a direct pecuniary interest) and this report shall not be deemed to be an admission that Mr. Dolan is, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.
- (6) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by members of their household and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial

owner of such securities.

- (7) Reporting Persons disclaim beneficial ownership of all securities of MSG beneficially owned and deemed to be beneficially owned by their minor children and this filing shall not be deemed an admission that Reporting Persons are, for the purposes of Section 16 or for any other purpose, the beneficial owner of such securities.

Remarks:

The shares previously held in a 401(k) Plan by Kristin Dolan are now included in the shares she owns directly.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN JAMES LAWRENCE TWO PENN PLAZA NEW YORK, NY 10121-0091	X		Executive Chairman	Member of 13(d) Group
Dolan Kristin A TWO PENN PLAZA NEW YORK, NY 10121-0091	X			

Signatures

/s/ James L. Dolan

**Signature of Reporting Person

9/13/2017

Date

/s/ Mark C. Cresitello, Attorney-in-Fact for Kristin A. Dolan

**Signature of Reporting Person

9/13/2017

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.